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GUANGZHOU AUTOMOBILE GROUP CO., LTD.

廣州汽車集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2238)

**APPOINTMENT OF JOINT COMPANY SECRETARY
AND SECRETARY TO THE BOARD;
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF
THE LISTING RULES; AND
CHANGE OF AUTHORISED REPRESENTATIVE**

Reference is made to the announcement of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) dated 31 July 2023 in relation to the resignation of Ms. Sui Li (“**Ms. Sui**”) as the company secretary of the Company.

APPOINTMENT OF JOINT COMPANY SECRETARY AND SECRETARY TO THE BOARD

The board of directors of the Company (the “**Board**”) is pleased to announce that Mr. Liu Xiangneng (“**Mr. Liu**”) has been appointed as the secretary to the Board and a joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from 24 October 2023 and a term of office same as the current session of the Board. The existing company secretary of the Company, Mr. Leung Chong Shun (“**Mr. Leung**”), will become the other Joint Company Secretary with effect from the same day and assist Mr. Liu in the discharge of his duties as a Joint Company Secretary.

Biographical details of Mr. Liu are set out as follows:

Mr. LIU Xiangneng, aged 52, is currently the deputy department head of the finance department, general manager of the capital operation department, as well as a director of the Board office and office of the board of supervisors (senior assistant level) of the Company. Prior to this, Mr. Liu had served as the deputy general manager and general manager of the capital operation department of the Company, and served as a director and general manager of GAC Capital Co., Ltd. (廣汽資本有限公司). Mr. Liu had also worked and served at the investment banking department of Guangdong Securities Co., Ltd.* (廣東證券股份有限公司) and Guangzhou Baolong Motors Co., Ltd. (廣州東方寶龍汽車工業股份有限公司). Mr. Liu graduated from Nankai University (南開大學) in July 1999 as

a postgraduate with a master's degree in economics. In addition, Mr. Liu obtained the qualification of secretary to board of directors issued by the Shanghai Stock Exchange in July 2004, and is also a non-practising member of The Chinese Institute of Certified Public Accountants.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules stipulates that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Liu does not currently possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. However, the Company believes that it will be in the interests of the Company and will facilitate its corporate governance to appoint Mr. Liu as a Joint Company Secretary in consideration of, among others, his extensive knowledge and experience in corporate administrative management, and his familiarity with the business and operations of the Company. The Board is of the view that Mr. Liu is a suitable candidate to act as a Joint Company Secretary.

By reason of the above, the Company has applied to the Stock Exchange and has already been granted with a waiver (the “**Waiver**”) by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules, which is valid for a period of three years from the date of the appointment of Mr. Liu as a Joint Company Secretary (the “**Waiver Period**”), on the following conditions:

- (i) Mr. Liu will be assisted by Mr. Leung, who possesses the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, during the Waiver Period;
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company; and
- (iii) the Company will disclose the details of the Waiver, including its reasons and conditions, by way of an announcement.

Before the end of the Waiver Period, the Company must demonstrate to the Stock Exchange and seek its confirmation that Mr. Liu, having had the benefit of Mr. Leung's assistance during the Waiver Period, has acquired the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 of the Listing Rules such that a further waiver would not be necessary.

The Waiver applies to Mr. Liu's appointment as a Joint Company Secretary only and may be changed if the Company's situation changes.

The Board would like to welcome Mr. Liu on his new appointment.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces that Ms. Sui has ceased to be the authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) as a result of her aforesaid resignation with effect from 31 July 2023. Ms. Sui has confirmed that she has no disagreement with the Board and there are no relevant matters that need to be brought to the attention of the shareholders of the Company in relation to her resignation.

The Board further announces that Mr. Liu has been appointed as an Authorised Representative under Rule 3.05 of the Listing Rules with effect from 24 October 2023.

By order of the Board
Guangzhou Automobile Group Co., Ltd.
ZENG Qinghong
Chairman

Guangzhou, the PRC, 24 October 2023

As at the date of this announcement, the executive directors of the Company are ZENG Qinghong and FENG Xingya, the non-executive directors of the Company are CHEN Xiaomu, DING Hongxiang, GUAN Dayuan and DENG Lei, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.

* *For identification purpose only*